

DECLARATION AND POWER OF ATTORNEY

Docket: PA-0062

As a below named inventor, I hereby declare that:

My residence, post office address and citizenship are as stated below next to my name.

I believe I am the original, first and sole inventor (if only one name is listed below) or an original, first and joint inventor (if plural names are listed below) of the subject matter which is claimed and for which a patent is sought on the invention entitled

TETRAPHOSPHONATE BICYCLIC TRISANHYDRIDES

the specification of which

 X is attached hereto.

 was filed on

as Application Serial No.

and was amended on

I hereby state that I have reviewed and understand the contents of the above identified specification, including the claims, as amended by any amendment referred to above.

I acknowledge the duty to disclose information which is material to the examination of this application in accordance with Title 37, Code of Federal Regulations, §1.56(a).

I hereby claim foreign priority benefits under Title 35, United States Code, §119(a)-(d) of any foreign application(s) for patent or inventor's certificate listed below and have also identified below any foreign application for patent or inventor's certificate having a filing date before that of the application of which priority is claimed:

PRIOR FOREIGN APPLICATION(S)

| | | | Priority claimed | |
|----------|------------------------|-----------|------------------|----|
| (Number) | (Day/month/year filed) | (Country) | Yes | No |
| _____ | _____ | _____ | Yes | No |
| _____ | _____ | _____ | Yes | No |
| _____ | _____ | _____ | Yes | No |

I hereby claim the benefit under Title 35, United States Code, §120 of any United States application(s) listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in the prior United States application in the manner provided by the first paragraph of Title 35, United States Code, §112, I acknowledge the duty to disclose material information as defined in Title 37, Code of Federal Regulations, §1.56(a) which occurred between the filing date of the prior application and the national or PCT international filing date of this application.

| (Application Serial No.) | (Filing Date) | (Status) |
|--------------------------|---------------|----------|
| _____ | _____ | _____ |
| _____ | _____ | _____ |

BEST AVAILABLE COPY

I hereby claim the benefit under Title 35, United States Code, §119(e) of any United States provisional application(s) listed below.

| | |
|--------------------------|------------------------|
| <u>60/028,154</u> | <u>October 9, 1996</u> |
| (Application Serial No.) | (Filing Date) |

| | |
|--------------------------|--------------------------|
| <u>60/038,360</u> | <u>February 13, 1997</u> |
| (Application Serial No.) | (Filing Date) |

| | |
|--------------------------|---------------|
| _____ | _____ |
| (Application Serial No.) | (Filing Date) |

| | |
|--------------------------|---------------|
| _____ | _____ |
| (Application Serial No.) | (Filing Date) |

I hereby appoint Glenn E. Karta, Registration No. 30,649, and Jonathan M. Cohen, Registration No. 40,562, my attorneys with full power of substitution and appointment of associate attorneys, to prosecute this application and to transact all business in the United States Patent and Trademark Office connected therewith.

Please address all correspondence to:

Glenn E. Karta
Codon Pharmaceuticals, Inc.
200 Perry Parkway
Gaithersburg, MD 20877
(301) 527-2058

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under section 1001 of Title 18 of the United States Code, and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of sole or first inventor: KRZYSZTOF W. PANKIEWICZ

Inventor's signature: Krzysztof W. Pankiewicz

Date: 10/9/97

Residence: Gaithersburg, Maryland, 20879 U.S.A.

Citizenship: United States of America

Post Office Address: 9313 Willow Creek Drive, Gaithersburg, MD 20879

BEST AVAILABLE COPY

Full name of second joint inventor, if any: KRYSTYNA LESIAK

Inventor's signature: Krystyna Lesiak

Date: 10.9.97

Residence: Gaithersburg, Maryland, 20879 U.S.A.

Citizenship: United States of America

Post Office Address: 15 Brassie Court, Gaithersburg, MD 20879

Full name of third joint inventor, if any: KYOICHI A. WATANABE

Inventor's signature: Kyoichi A. Watanabe

Date: 10.9.97

Residence: Gaithersburg, Maryland, 20879 U.S.A.

Citizenship: United States of America

Post Office Address: 808 Gallop Hill Road, #1, Gaithersburg, MD 20879

REST AVAILABLE COPY



UNITED STATES DEPARTMENT OF COMMERCE
Patent and Trademark Office
ASSISTANT SECRETARY AND COMMISSIONER
OF PATENTS AND TRADEMARKS
Washington, D.C. 20231

MAY 05, 1999

PTAS

KING & SPALDING
SHERRY KNOWLES
191 PEACHTREE STREET
ATLANTA, GA 30303-1763



100975081A

MAY 13 1999

UNITED STATES PATENT AND TRADEMARK OFFICE
NOTICE OF RECORDATION OF ASSIGNMENT DOCUMENT

THE ENCLOSED DOCUMENT HAS BEEN RECORDED BY THE ASSIGNMENT DIVISION OF THE U.S. PATENT AND TRADEMARK OFFICE. A COMPLETE MICROFILM COPY IS AVAILABLE AT THE ASSIGNMENT SEARCH ROOM ON THE REEL AND FRAME NUMBER REFERENCED BELOW.

PLEASE REVIEW ALL INFORMATION CONTAINED ON THIS NOTICE. THE INFORMATION CONTAINED ON THIS RECORDATION NOTICE REFLECTS THE DATA PRESENT IN THE PATENT AND TRADEMARK ASSIGNMENT SYSTEM. IF YOU SHOULD FIND ANY ERRORS OR HAVE QUESTIONS CONCERNING THIS NOTICE, YOU MAY CONTACT THE EMPLOYEE WHOSE NAME APPEARS ON THIS NOTICE AT 703-308-9723. PLEASE SEND REQUEST FOR CORRECTION TO: U.S. PATENT AND TRADEMARK OFFICE, ASSIGNMENT DIVISION, BOX ASSIGNMENTS, CG-4, 1213 JEFFERSON DAVIS HWY, SUITE 320, WASHINGTON, D.C. 20231.

RECORDATION DATE: 04/21/1999

REEL/FRAME: 9741/0607
NUMBER OF PAGES: 6

BRIEF: ASSIGNMENT OF ASSIGNOR'S INTEREST (SEE DOCUMENT FOR DETAILS).

ASSIGNOR:
CODON PHARMACEUTICALS, INC.

DOC DATE: 04/02/1999

ASSIGNEE:
PHARMASSET, LTD.
1925 CENTURY BLVD
ATLANTA, GEORGIA 30345

SERIAL NUMBER: 08949180
PATENT NUMBER:

FILING DATE: 10/10/1997
ISSUE DATE:

LAWAN FLETCHER, EXAMINER
ASSIGNMENT DIVISION
OFFICE OF PUBLIC RECORDS

Sahinazi/AS
Smk
Due Date
Date Document: 5-19-99

BEST AVAILABLE COPY

ASSIGNMENT

WHEREAS, WE, CODON PHARMACEUTICALS, INC., a Delaware corporation, having its principal place of business at 209 Perry Parkway, Gaithersburg, Maryland 20877, (hereinafter "Assignor"), warrant that we have exclusive ownership rights in the following patent applications:

U.S. Patent Application Serial No. 08/949,180, filed October 10, 1997, now pending;

U.S. Provisional Patent Application Serial No. 60/038,360 filed February 13, 1997, now expired;

U.S. Provisional Patent Application Serial No. 80/028,154 filed October 9, 1996, now expired;

International Patent Application Serial number PCT/US97/18323, filed October 8, 1997,

published April 16, 1998 as WO/98/15663

each application entitled TETRAPHOSPHONATE BICYCLIC TRISANHYDRIDES,

WHEREAS, PHARMASSET, Ltd. A Barbados corporation having its principle place of business at 1925 Century Blvd., Atlanta, GA 30345 (hereinafter "Assignee") desires to purchase same;

NOW, THEREFORE, in consideration of Fifteen Thousand Dollars (\$15,000) and other good and sufficient consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby sell, assign, transfer and convey unto Assignee, in and for the United States and its territories and for foreign countries, the entire right, title and interest in and to said application for United States Letters Patent, in and to the invention therein set forth and in and to any patent which may issue on said application for United States Letters Patent or any reissue, renewal, division, continuation or continuation-in-part thereof or any other application that claims priority to the listed applications; and the Assignor hereby binds legal representatives, administrators and assigns properly to execute without further consideration, any and all applications, petitions, oaths and assignments or other papers and instruments which may be

BEST AVAILABLE COPY

necessary in order to carry into full force and effect the sale, assignment, transfer and conveyance hereby made or intended to be made. Assignor and its representatives, administrators and assigns also agree to cooperate in all legal proceedings necessary or desired to defend or protect the assigned properties

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 2ND day of ^{April} ~~March~~, 1999.

CODON PHARMACEUTICALS, INC.

By: Joseph R. Shaya

Printed Name: Joseph R. Shaya

Title: Acting President & CEO

STATE OF MARYLAND

COUNTY OF MONTGOMERY

On this the 2ND day of ^{April} ~~March~~ 1999, before me, the undersigned officer, personally appeared Joseph R. Shaya, known to me (or satisfactorily proven) to be the person whose name subscribed to the within instrument and acknowledged to me that he executed the same for the purposed therein contained.

In witness whereof I hereunto set my hand and official seal.

Marilyn Shaya

BEST AVAILABLE COPY

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

| | | |
|-----------------------------|---|------------------------|
| In re: |) | Chapter 11 |
| |) | |
| CODON PHARMACEUTICALS, INC. |) | |
| and ONCOR, INC., |) | Case No. 99-436 (JJF) |
| |) | |
| Debtors. |) | (Jointly Administered) |

**ORDER UNDER 11 U.S.C. § 363 AUTHORIZING SALE AND ASSIGNMENT OF
THE DEBTORS' RIGHTS IN CERTAIN PATENT APPLICATIONS**

Oncor, Inc. ("Oncor") and Codon Pharmaceuticals, Inc. ("Codon" and, collectively with Oncor, the "Debtors"), as debtors and debtors in possession in the above-captioned cases having filed a motion, dated March 17, 1999 (the "Motion"), seeking the entry of an order pursuant to 11 U.S.C. § 363 authorizing the sale and assignment of all of their rights in the certain patent applications (the "Applications") which are identified in the proposed assignment agreement (the "Assignment") attached as Exhibit A to the Motion; and the Court having found that the Proposed Sale (as defined in the Motion) is in the best interests of the Debtors' creditors and estates; and the Court further having found that it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and upon the record herein; and after due deliberation thereon; and due and proper notice of the Motion having been given; and sufficient cause appearing therefor, it is hereby

ORDERED, that the Motion is granted; and it is further

ORDERED that the Debtors are hereby authorized to enter into the Assignment with Pharmasset, Inc. and to transfer all of their rights title and interest to

BEST AVAILABLE COPY

and in the Applications to Pharmasset, Inc. in accordance with the terms of the Assignment; and it is further

ORDERED, that the Proposed Sale will be free and clear of all liens, claims and encumbrances; and it is further

ORDERED, that this Order is and shall be effective as a determination that, upon the closing of the transaction contemplated in the Motion, all claims and interests existing as to the Applications (the "Claims and Interests"), if any, prior to the Closing have been unconditionally released, discharged and terminated, and all such Claims and Interests shall attach to the proceeds of the sale/assignment of the Applications with the same force, validity, priority and effect, if any, as such Claims or Interests formerly had against the Applications; and it is further

ORDERED, that each and every federal, state, and local governmental agency or department is may accept this Order as sole and sufficient evidence of the assignment of the Debtors rights in the Applications to Pharmasset and such agency or department may rely upon this Order in consummating the transaction contemplated by the Motion; and it is further

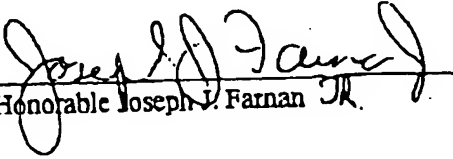
ORDERED, that the transfer of the Applications to Pharmasset is a transfer pursuant to section 1146(c) of the Bankruptcy Code and accordingly shall not be taxed under any law imposing a stamp tax or a sale, transfer or any other similar tax, and it is further

BEST AVAILABLE COPY

ORDERED, that the Debtors, its officers, employees, and agents are authorized to take any action which, in their business judgment, is reasonably necessary or appropriate to effect any of the foregoing.

Dated: Wilmington, Delaware

April 1, 1999


The Honorable Joseph J. Farnan JR.

BEST AVAILABLE COPY



UNITED STATES DEPARTMENT OF COMMERCE
Patent and Trademark Office
ASSISTANT SECRETARY AND COMMISSIONER
OF PATENTS AND TRADEMARKS
Washington, D.C. 20231

DECEMBER 12, 1997

PTAS

CODON PHARMACEUTICALS, INC.
GLENN E. KARTA
200 PERRY PARKWAY
GAITHERSBURG, MD 20877



100565748A

UNITED STATES PATENT AND TRADEMARK OFFICE
NOTICE OF RECORDATION OF ASSIGNMENT DOCUMENT

THE ENCLOSED DOCUMENT HAS BEEN RECORDED BY THE ASSIGNMENT DIVISION OF THE U.S. PATENT AND TRADEMARK OFFICE. A COMPLETE MICROFILM COPY IS AVAILABLE AT THE ASSIGNMENT SEARCH ROOM ON THE REEL AND FRAME NUMBER REFERENCED BELOW.

PLEASE REVIEW ALL INFORMATION CONTAINED ON THIS NOTICE. THE INFORMATION CONTAINED ON THIS RECORDATION NOTICE REFLECTS THE DATA PRESENT IN THE PATENT AND TRADEMARK ASSIGNMENT SYSTEM. IF YOU SHOULD FIND ANY ERRORS OR HAVE QUESTIONS CONCERNING THIS NOTICE, YOU MAY CONTACT THE EMPLOYEE WHOSE NAME APPEARS ON THIS NOTICE AT 703-308-9723. PLEASE SEND REQUEST FOR CORRECTION TO: U.S. PATENT AND TRADEMARK OFFICE, ASSIGNMENT DIVISION, BOX ASSIGNMENTS, NORTH TOWER BUILDING, SUITE 10C35, WASHINGTON, D.C. 20231.

RECORDATION DATE: 10/10/1997

REEL/FRAME: 8776/0007
NUMBER OF PAGES: 4

BRIEF: ASSIGNMENT OF ASSIGNOR'S INTEREST (SEE DOCUMENT FOR DETAILS).

ASSIGNOR:
PANKIEWICZ, KRZYSZTOF W.

DOC DATE: 10/09/1997

ASSIGNOR:
LESIAK, KRISTYNA

DOC DATE: 10/09/1997

ASSIGNOR:
WATANABE, KYOICHI A.

DOC DATE: 10/09/1997

ASSIGNEE:
CODON PHARMACEUTICALS, INC.
200 PERRY PARKWAY
GAITHERSBURG, MARYLAND 20877

SERIAL NUMBER: 08949180
PATENT NUMBER:

FILING DATE:
ISSUE DATE:

BEST AVAILABLE COPY

DEC 7

PA-62

8776/0007 PAGE 2

SHIRLIE SIMON, EXAMINER
ASSIGNMENT DIVISION
OFFICE OF PUBLIC RECORDS

REST AVAILABLE COPY

ASSIGNMENT

This Assignment, by Krzysztof W. Pankiewicz, Krystyna Lesiak, and Kyoichi A. Watanabe (hereinafter referred to as the "Assignors"), residing at Gaithersburg Maryland, Gaithersburg, Maryland and Gaithersburg, Maryland respectively, witnesseth:

WHEREAS, the Assignors have invented certain new and useful improvements in

TETRAPHOSPHONATE BICYCLIC TRISANHYDRIDES

set forth in a United States Patent Application filed concurrently herewith and were under an obligation at the time the invention was made to assign said invention to the Assignee identified below; and

WHEREAS, CODON PHARMACEUTICALS, INC., a corporation duly organized under and pursuant to the laws of the State of Delaware, and having its principal place of business at 200 Perry Parkway, Gaithersburg, Maryland 20877, (hereinafter referred to as the "Assignee") is desirous of acquiring the entire right, title and interest in and to said inventions and said application for Letters Patent of the United States, and in and to any Letters Patent or Patents, United States or foreign, to be obtained therefor and thereon.

NOW, THEREFORE, in consideration of One Dollar (\$1.00) and other good and sufficient consideration, the receipt of which is hereby acknowledged, and in fulfillment of the Assignors' obligation to assign the invention to the Assignee, the Assignors have sold, assigned, transferred, and set over, and by these presents do sell, assign, transfer and set over, unto the Assignee, its successors, legal representatives, and assigns the entire right, title and interest in and to the above-mentioned inventions, application for Letters Patent, and any and all Letters Patent or Patents of the United States of America and all foreign countries that may be granted therefor and thereon, and in and to any and all divisions, continuations, and continuations-in-part of said application, and reissues and extensions of said Letters Patent or Patents, and all rights under the International Convention for the Protection of Industrial Property, the same to be held and enjoyed by the Assignee, for its own use and behoof and the use and behoof of its successors, legal representatives, and assigns, to the full end of the term or terms for which Letters Patent or Patents may be granted as fully and entirely as the same would have been held and enjoyed by the Assignors had this sale and assignment not been made;

AND for the same consideration, the Assignors hereby covenant and agree to and with the Assignee, its successors, legal representatives, and assigns, that, at the time of execution and delivery of these presents, the Assignors are the sole and lawful owners of the entire right, title and interest in and to the inventions and application for Letters Patent above-mentioned, and that the same are unencumbered, and that the Assignors have good and full right and lawful authority to sell and convey the same in the manner herein set forth;

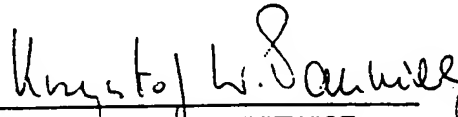
AND for the same consideration, the Assignors hereby covenant to and with the Assignee, its successors, legal representatives, and assigns that the Assignors will, whenever counsel of the Assignee, or counsel of its successors, legal representatives, and assigns, shall advise that any proceeding in connection with said inventions or said application for Letters Patent, or any proceeding in connection with Letters Patent for said inventions in any country, including

BEST AVAILABLE COPY

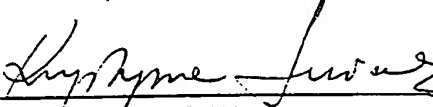
interference proceedings, is lawful and desirable, or that any division, continuation, or continuation-in-part of any application for Letters Patent, or any reissue or extension of any Letters Patent to be obtained thereon, is lawful and desirable, sign all papers and documents, take all lawful oaths, and do all acts necessary or required to be done for the procurement, maintenance, enforcement and defense of Letters Patent for said inventions, without charge to the Assignee, its successors, legal representatives and assigns, but at the cost and expense of the Assignee, its successors, legal representatives and assigns;

AND the Assignors hereby request the Commissioner of Patents and Trademarks to issue said Letters Patent of the United States to the Assignee, as the Assignee of said inventions and the Letters Patent to be issued thereon for the sole use and behoof of the Assignee, its successors, legal representatives and assigns.

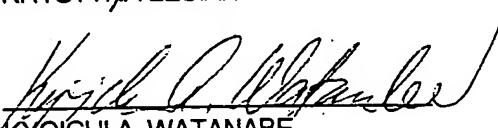
Date: 10/9/97


KRZYSZTOF W. PANKIEWICZ

Date: 10.9.97


KRYSZYNA LESIAK

Date: 10-9-97


KYOICHI A. WATANABE

BEST AVAILABLE COPY

STATE OF MARYLAND)
COUNTY OF MONTGOMERY)

On this the 9th day of October, 1997, before me, the undersigned officer, personally appeared KRZYSZTOF W. PANKIEWICZ, known to me (or satisfactorily proven) to be the person whose name subscribed to the within instrument and acknowledged to me that he executed the same for the purposed therein contained.

In witness whereof I hereunto set my hand and official seal.



Elaine Shirvy Chin, Notary Public
Montgomery County
State of Maryland
My Commission Expires July 21 2001

STATE OF MARYLAND)
COUNTY OF MONTGOMERY)

On this the 9th day of October, 1997, before me, the undersigned officer, personally appeared KRYSTYNA LESIAK, known to me (or satisfactorily proven) to be the person whose name subscribed to the within instrument and acknowledged to me that he executed the same for the purposed therein contained.

In witness whereof I hereunto set my hand and official seal.



Elaine Shirvy Chin, Notary Public
Montgomery County
State of Maryland
My Commission Expires July 21 2001

STATE OF MARYLAND)
COUNTY OF MONTGOMERY)

On this the 9th day of October, 1997, before me, the undersigned officer, personally appeared KYOICHI A. WATANABE, known to me (or satisfactorily proven) to be the person whose name subscribed to the within instrument and acknowledged to me that he executed the same for the purposed therein contained.

In witness whereof I hereunto set my hand and official seal.



Elaine Shirvy Chin, Notary Public
Montgomery County
State of Maryland
My Commission Expires July 21 2001

BEST AVAILABLE COPY